

SCHEDULE A

August, 2001

Matthew G. Zaleski, III, Esq.
Campbell & Levine, LLC
1201 N. Market Street, 15th Floor
Wilmington, DE 19801

Re: W.R. Grace

For services rendered in connection with the above-captioned matter during the period of May 1, 2001 through July 31, 2001 as per the attached analysis.

Professional Fees

		Hours	Rate	Amount
Loreto T. Tersigni	Managing Director	33.00	\$ 395	\$ 13,035.00
Louis Ordentlich	Managing Director	5.00	395	1,975.00
Brian Eccleston	Managing Director	2.50	395	987.50
Emily Ng	Senior Consultant	5.65	175	988.75
		46.15		16,986.25

Expenses.

Report Reproduction; Technology; Xerox, Telephone, etc.	1,037.07
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Total Due	<u>\$ 18,023.32</u>
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W.R. Grace
Loreto T. Tersigni

Schedule A**Services Rendered during the Period May 1 - July 31, 2001**

11-May-01	2.50 Hrs	Review of executive compensation program documents.
25-May-01	1.50 Hrs	Review of executive employment contracts.
1-Jun-01	2.50 Hrs	Review of documents regarding executive compensation and other benefit programs and discussion with counsel.
2-Jun-01	6.00 Hrs	Review of documents produced in connection with executive compensation program.
4-Jun-01	2.00 Hrs	Discussions with counsel of findings and observations regarding executive compensation.
7-Jun-01	3.00 Hrs	Discussions with debtor's financial representatives regarding executive compensation programs.
12-Jun-01	3.50 Hrs	Review of executive compensation plan documents provided by debtor.
14-Jun-01	10.00 Hrs	Meeting with E. Ng to discuss and review preparation of retention and compensation plan analysis. Preparation of memorandum summarizing comments and observations regarding executive compensation programs.
15-Jun-01	2.00 Hrs	Preparation and meeting with L. Ordentlich and counsel to discuss executive compensation programs.

TOTAL 33.00 Hours